

**Kentucky Municipal Energy Agency**

February 22, 2018 10:00 AM

Bowling Green Municipal Utility 801 Center St, Bowling Green, KY 42101

**Attendance Taken at 10:00 AM:**

Present Board Members:

Josh Callihan  
Ed Fortner  
Kevin Frizzell  
Ronald Herd  
Chris Melton  
Mike Withrow

Absent Board Members:

Eddie Gooch  
Phillip King  
Chrissy O'Hara  
Carl Shoupe

**A. MEETING OPENING**

**B. Election of new Board Treasurer**

Rationale:

Election of new KyMEA Board Treasurer

Discussion:

None.

**Motion Passed:** Motion to approve Ed Fortner as KyMEA Board Treasurer passed with a motion by Josh Callihan and a second by Mike Withrow.

**6 Yeas - 0 Nays.**

Josh Callihan	Yes
Ed Fortner	Yes
Kevin Frizzell	Yes
Eddie Gooch	Absent
Ronald Herd	Yes
Phillip King	Absent
Chris Melton	Yes
Chrissy O'Hara	Absent
Carl Shoupe	Absent
Mike Withrow	Yes

**C. REPORTS**

**C.1. Executive Committee Report**

**C.2. Financial Report**

**Motion Passed:** Motion to approve financial report. passed with a motion by Josh Callihan and a second by Mike Withrow.

**6 Yeas - 0 Nays.**

Josh Callihan	Yes
Ed Fortner	Yes
Kevin Frizzell	Yes
Eddie Gooch	Absent
Ronald Herd	Yes
Phillip King	Absent
Chris Melton	Yes
Chrissy O'Hara	Absent
Carl Shoupe	Absent
Mike Withrow	Yes

**C.3. Review of AR Contract by FPB**

Rationale:

This will be an update for the Board on status of FPB's review of the AR Contract.

**D. Consent Agenda**

**D.1. Approve Minutes**

Rationale:

Approve minutes from 1/25/18.

**Motion Passed:** Motion to approve minutes of KyMEA Special Board Meeting held on 1/25/18 passed with a motion by Ed Fortner and a second by Josh Callihan.

**6 Yeas - 0 Nays.**

Josh Callihan	Yes
Ed Fortner	Yes
Kevin Frizzell	Yes
Eddie Gooch	Absent
Ronald Herd	Yes
Phillip King	Absent
Chris Melton	Yes
Chrissy O'Hara	Absent
Carl Shoupe	Absent
Mike Withrow	Yes

**E. Discussion Agenda**

**E.1. CEO Update**

Rationale:

Update from KyMEA President and CEO

**E.2. Interim CFO Update**

Rationale:

Update on CFO Activities

**E.3. Transmission Arrangements**

Rationale:

This will be a brief update regarding:

1. Delivery point transition plan
2. LGE/KU/PJM/EKPC - Arrangements for Falmouth
3. MISO - Nothing for now

**E.4. Updated Implementation Plan and Schedule**

Rationale:

The implementation plan and schedule was last reviewed with the Board during the Fall of 2016. The implementation plan budget was last reviewed with the Board in Spring of 2017.

An updated implementation plan and schedule will be discussed at the February meeting. The implementation plan budget will then be updated and presented to the Board for its consideration at the March and/or April Board meetings.

**F. ITEMS PRESENTED FOR ACTION AT THIS MEETING**

**F.1. Office Space Planning**

Rationale:

This will be a discussion of potential office space options for KyMEA.

**Motion Passed:** Motion to approve the attached resolution authorizing the President and CEO to solicit, advertise and review the proposals for office space; to use the services of a commercial leasing agent and space planner, if needed, to assist in said solicitation and review; to determine which proposals are reasonably susceptible to being awarded a lease for office space; to negotiate the terms of a proposed lease; to sign a letter of intent to lease said office space if necessary to hold the space, and to present to the KyMEA Board the office space lease for its consideration and approval. passed with a motion by Mike Withrow and a second by Chris Melton.

**6 Yeas - 0 Nays.**

Josh Callihan	Yes
Ed Fortner	Yes
Kevin Frizzell	Yes
Eddie Gooch	Absent
Ronald Herd	Yes
Phillip King	Absent
Chris Melton	Yes
Chrissy O'Hara	Absent
Carl Shoupe	Absent
Mike Withrow	Yes

**F.2. Staffing Plan**

Rationale:

This will be a further discussion of the staffing plan discussed last month.

Action Requested:

The Board will be asked for approval of the Vice President of Finance and Accounting and CFO, Vice President of Marketing Operations, and Vice President of Rates and Planning positions.

**Motion Passed:** Motion to approve the staffing plans presented by the President and authorize the President to solicit, advertise to the extent necessary and fill the position of Vice President, Finance and Accounting and Chief Financial Officer; the position of Vice President, Market Operations and the position of Vice President, Rates and Planning so as to conform to the total staffing budget previously approved. passed with a motion by Chris Melton and a second by Josh Callihan.

**6 Yeas - 0 Nays.**

Josh Callihan	Yes
Ed Fortner	Yes
Kevin Frizzell	Yes
Eddie Gooch	Absent
Ronald Herd	Yes
Phillip King	Absent
Chris Melton	Yes
Chrissy O'Hara	Absent
Carl Shoupe	Absent
Mike Withrow	Yes

**F.3. Public Comment Period**

Rationale:

This will be an opportunity for members of the public to provide input to the KyMEA Board. Comments will be limited to 5 minutes per speaker.

**G. UPCOMING MEETINGS**

Rationale:

The KyMEA Board of Directors shall hold its regular meetings on the fourth Thursday of each month, except for the months of November and December when the regular meeting shall be held on the third Thursday.

The regular meetings shall convene and commence at 10:00 AM Central time on said dates.

The regular meetings shall held at the Bowling Green Municipal Utility located at 801 Center St, Bowling Green, KY 42101 in Bowling Green, Kentucky or at such location to be designated by the Board.

Thursday, March 22, 2018, 10:00AM Central Time, Bowling Green Municipal Utility  
Wednesday, April 25 2018, Time and Location TBA

Thursday, May 24, 2018, 10:00AM Central Time, Bowling Green Municipal Utility  
Thursday, June 28, 2018, 10:00AM Time and Location TBA

**H. Closed Session pursuant to KRS 61.810 (1)(k) and 61.878 (1)(c) for the purpose of:**

- (i) presenting and discussing the proposals received in response to the RFP for Renewable Resources and updating the negotiation proceedings; and
- (ii) presenting and discussing the proposals received in response to the Natural Gas/Combined Cycle Resource RFP and updating the negotiation proceedings.

KRS 61.810(1)(k) and 61.878(1)(c) allow for closed session where discussions regarding records or information disclosed to the agency or required to be

**disclosed to the agency as confidential or proprietary would, if disclosed by the agency, provide an unfair advantage to competitors of the entity disclosing such information.**

Rationale:

Closed Session pursuant to KRS 61.810 (1)(k) and 61.878 (1)(c) for the purpose of:

(i) presenting and discussing the proposals received in response to the RFP for Renewable Resources and updating the negotiation proceedings; and  
(ii) presenting and discussing the proposals received in response to the Natural Gas/Combined Cycle Resource RFP and updating the negotiation proceedings.

KRS 61.810(1)(k) and 61.878(1)(c) allow for closed session where discussions regarding records or information disclosed to the agency or required to be disclosed to the agency as confidential or proprietary would, if disclosed by the agency, provide an unfair advantage to competitors of the entity disclosing such information.

**Motion Passed:** Approval to enter into Closed Session pursuant to KRS 61.810 (1)(k) and 61.878 (1)(c) for the purpose of:(i) presenting and discussing the proposals received in response to the RFP for Renewable Resources and updating the negotiation proceedings; and(ii) presenting and discussing the proposals received in response to the Natural Gas/Combined Cycle Resource RFP and updating the negotiation proceedings.KRS 61.810(1)(k) and 61.878(1)(c) allow for closed session where discussions regarding records or information disclosed to the agency or required to be disclosed to the agency as confidential or proprietary would, if disclosed by the agency, provide an unfair advantage to competitors of the entity disclosing such information. passed with a motion by Mike Withrow and a second by Chris Melton.

**6 Yeas - 0 Nays.**

Josh Callihan	Yes
Ed Fortner	Yes
Kevin Frizzell	Yes
Eddie Gooch	Absent
Ronald Herd	Yes
Phillip King	Absent
Chris Melton	Yes
Chrissy O'Hara	Absent
Carl Shoupe	Absent
Mike Withrow	Yes

**I. RETURN TO OPEN SESSION**

**Motion Passed:** Approval to return to Open Session passed with a motion by Mike Withrow and a second by Josh Callihan.

**6 Yeas - 0 Nays.**

Josh Callihan	Yes
Ed Fortner	Yes
Kevin Frizzell	Yes
Eddie Gooch	Absent
Ronald Herd	Yes
Phillip King	Absent

Chris Melton	Yes
Chrissy O'Hara	Absent
Carl Shoupe	Absent
Mike Withrow	Yes

**J. OTHER BUSINESS**

**K. ADJOURNMENT**

**Motion Passed:** Motion to adjourn passed with a motion by Mike Withrow and a second by Kevin Frizzell.

**6 Yeas - 0 Nays.**

Josh Callihan	Yes
Ed Fortner	Yes
Kevin Frizzell	Yes
Eddie Gooch	Absent
Ronald Herd	Yes
Phillip King	Absent
Chris Melton	Yes
Chrissy O'Hara	Absent
Carl Shoupe	Absent
Mike Withrow	Yes

**L. Action Resulting from Closed Session Deliberations**

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Chairperson

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Secretary